

EXHIBIT M

**PETITION FOR TRANSFER
OF THE OWNERSHIP OF ASSETS, OBLIGATIONS, AND LIABILITIES OF
GRANITE ACQUISITIONS, LLC TO ZENRESOLVE, LLC.**

WHEREAS, the Big Valley Band of Pomo Indians of the Big Valley Rancheria (Tribe) is a federally recognized Indian Tribe, with the inherent Sovereignty to make its own laws, and be governed by them; and

WHEREAS, the Tribe is governed pursuant to a Constitution and By-Laws approved by the Secretary of the Interior under the Indian Re-Organization Act of 1934 (IRA); and

WHEREAS, the elected officers comprise the Tribal Business Committee, with such powers as are delegated by the General Community Council; and

WHEREAS, the Tribal Business Committee has the authority to manage all economic affairs and enterprises, and to charter subordinate organizations for economic purposes pursuant to Article IV, Section 1(e) and Section 1(g) of the Constitution and General Community Council Resolution 030197-04; and

WHEREAS, pursuant to the Big Valley Band of Pomo Indians of the Big Valley Rancheria Assets and Obligations Transfer Ordinance (“Transfer Ordinance”), enacted by the Tribal Business Committee pursuant to Resolution No. 05-28-2020-03, a Petitioning Entity may petition the Tribal Business Committee for the transfer of Existing Legal Entities wholly owned by the Tribe or the approval of the transfer of Existing Legal Entities owned by another Tribal Subsidiary or the approval of the transfer of assets, obligations and liabilities of businesses of an Existing Legal Entity to another Tribal Subsidiary; and

WHEREAS, by and through this Petition for Transfer, Granite Acquisitions, LLC, a subsidiary of Peak Acquisition, LLC, a wholly-owned economic arm of the Tribe, respectfully requests approval to transfer all of its assets, and certain obligations and liabilities as detailed herein, to ZenResolve, LLC., a subsidiary of Peak Servicing, LLC, a wholly-owned economic arm of the Tribe, which will assume all of the assigned obligations and liabilities, pursuant to Section 106(B) of the Transfer Ordinance; and

WHEREAS, pursuant to the requirements set forth in Section 106 of the Transfer Ordinance, Granite Acquisitions, LLC has compiled the information below to support this Petition for Transfer.

1. Company Information

- a. Existing Legal Entity. Granite Acquisitions, LLC, a subsidiary of Peak Acquisition, LLC, a limited liability company wholly-owned by the Tribe, and managed by Peak Acquisition, LLC pursuant to the Granite Acquisitions, LLC Articles of Organization.

- b. Listing of Assets for Transfer. All assets of Granite Acquisitions, LLC will transfer to ZenResolve, LLC. The ownership of the transferred assets is not held pursuant to titles, documents, chattel paper, or other instruments that require separate transfer.
- c. Listing of Known Obligations. All obligations and liabilities of Granite Acquisitions, LLC will be transferred by Granite Acquisitions, LLC and assumed by ZenResolve, LLC, except unknown contingent liabilities.
- d. Employment Information. Currently, there are 3 employees that are identified in **Exhibit 1**.

2. Transferee Information

- a. ZenResolve, LLC, a subsidiary of Peak Servicing, LLC, a limited liability company wholly-owned by the Tribe, and managed by Peak Servicing, LLC pursuant to the ZenResolve, LLC Articles of Organization.
- b. Transfer of assets would occur directly from Granite Acquisitions, LLC to ZenResolve, LLC with the continued, uninterrupted corporate existence of both entities after transfer.

3. Business Plan.

- a. **Financials.** The requested transfer of assets allows for ZenResolve, LLC's vertical integration in the consumer finance industry – with ownership of essential rights to necessary components of the lending business which will allow ZenResolve, LLC full ownership and control of assets vital to operation of its business. Granite Acquisitions, LLC has no fiscal year end financials, including a Balance Sheet and Income Statement, as it will have just acquired the assets being transferred from a third party immediately prior to the transfer to ZenResolve, LLC. No proforma forecast is available.
- b. **Employee Plan.** Currently, there are 3 employees of Granite Acquisitions, LLC, all of whom will be hired by ZenResolve, LLC. These employees are identified in **Exhibit 1**. The initial classification, salary, and benefit package for each such employee will be the same at ZenResolve, LLC as it was at Granite Acquisitions, LLC.
- c. **Operational procedure and timeline for transfer of titles, papers, and other ownership instruments.** Upon the approval, acknowledgement and acceptance of the Petition of Transfer by the Tribal Business Committee, the transfer of the assets and the specified obligations and liabilities of Granite Acquisitions, LLC to ZenResolve, LLC, and assumption of obligations and liabilities by ZenResolve, LLC, will occur upon the execution and delivery of a Bill of Sale and

Assignment and Assumption Agreement in the form of **Exhibit 2** (the “Assignment”).

- d. **Real estate.** None.
 - e. **Proposed corporate structure.** Granite Acquisitions, LLC and ZenResolve, LLC will remain limited liability companies chartered pursuant to the laws of the Tribe and maintain their separate limited liability company existence. No further structural changes are needed to effectuate the transfer.
 - f. **Transfer Plan and Procedure for Property.** Granite Acquisitions, LLC has no real property to transfer. All assets owned by, and all the obligations and liabilities of, Granite Acquisitions, LLC will transfer to ZenResolve, LLC, and ZenResolve, LLC will assume all such obligations and liabilities of Granite Acquisitions, LLC, upon approval of the Petition for Transfer by the Tribal Business Committee and the execution and delivery of the Assignment.
 - g. **Resolution.** The resolutions approving the Petition for Transfer from Granite Acquisitions, LLC and ZenResolve, LLC are attached as **Exhibit 3**. All such resolutions have been approved by the members of Granite Acquisitions, LLC and ZenResolve, LLC. Neither Granite Acquisitions, LLC nor ZenResolve, LLC have managers.
4. **Best Interest Declaration.** Upon review of the information included in this Petition, and the independent review of its sole Member, Granite Acquisitions, LLC has determined that transfer of the assets and assignment of obligations and liabilities set forth in this Petition for Transfer is in the best interest of Granite Acquisitions, LLC, ZenResolve, LLC and the Tribe. Transfer of the assets will allow for streamlined business at ZenResolve, LLC and the best use of resources and reinvestment for the ultimate benefit of the Tribe. Therefore, Granite Acquisitions, LLC respectfully requests the Tribal Business Committee to approve the transfer of assets, obligations and liabilities, as detailed herein, to ZenResolve, LLC and the assumption by ZenResolve, LLC of the obligations and liabilities of Granite Acquisitions, LLC as detailed herein, and to approve the form of Assignment.

EXHIBIT 1
EMPLOYMENT INFORMATION

EMPLOYMENT INFORMATION

	Employee Last Name and Suffix	Employee First Name
1	Bronson	Jeff
2	Chavarria Paredes	Lilliana
3	Gaona	Ana

EXHIBIT 2

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT (this “Agreement”) entered into effective as of June 1, 2020 (the “Effective Date”), by and between Granite Acquisitions, LLC (the “Corporation”), which is a wholly-owned subsidiary of Peak Acquisition, LLC (“Peak Acquisition”), which is a wholly owned instrumentality and economic development arm of the Big Valley Band of Pomo Indians of the Big Valley Rancheria (“Tribe”), a federally recognized Indian tribe, and ZenResolve, LLC, a wholly-owned subsidiary of Peak Servicing, LLC (“Peak Servicing”), which is a wholly-owned instrumentality and economic development arm of the Tribe (“Transferee”). Each of the Corporation and Transferee are also referred to herein as a “Party” and collectively as the “Parties.”

RECITALS

WHEREAS, Peak Acquisition and Peak Servicing are both wholly owned by the Tribe;

WHEREAS, the Corporation is wholly owned by Peak Acquisition and the Transferee is wholly owned by Peak Servicing;

WHEREAS, the Tribe and Peak Acquisition desire for the Corporation to convey, transfer, assign and deliver unto Transferee, and the Tribe and Peak Servicing desire for Transferee to accept, all the assets of the Corporation (the “Transferred Assets”); and

WHEREAS, the Corporation and the Transferee each wish to facilitate the assignment and assumption for the benefit of the Corporation, Peak Acquisition, the Transferee, Peak Servicing and the Tribe; and

WHEREAS, the Tribe will enjoy economic benefit from the transfer of the Transferred Assets.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants set forth below and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Transfer / Assignment. The Corporation hereby conveys, transfers, assigns and delivers unto Transferee, to have and to hold, forever, all of the Corporation’s right, title, and interest in, to, and under the Transferred Assets, and Transferee hereby accepts from the Corporation, as of the Effective Date, all right, title, and interest of the Corporation in, to and under the Transferred Assets.

2. Assumption. The Corporation hereby transfers and assigns to Transferee, and Transferee hereby accepts and assumes from the Corporation, all of the Corporation’s obligations and liabilities, including obligations and liabilities directly or indirectly relating to the Transferred Assets, other than unknown contingent liabilities. There is no pending or, to Corporation’s knowledge, overtly threatened legal proceeding (i) by or against the Corporation or that otherwise relates to or may affect any of the assets or (ii) that challenges, or that may have the effect of

preventing, making illegal or otherwise interfering with, any of the transactions contemplated hereunder.

3. Additional Documents. From time to time, the Parties to this Agreement hereby covenant and agree to promptly execute and deliver any and all documents (including, without limitation, any acknowledgement, any other document reasonably necessary to effectuate the transactions contemplated herein), and to promptly take any and all further actions, as may be requested by the other Party, in such Party's reasonable discretion, as necessary to give full effect to the intent of this Agreement.

4. Counterparts. This Agreement may be executed in two or more identical counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument, and may be delivered by facsimile or electronic transmission, with originals to follow by overnight courier or certified mail (return receipt requested).

5. Third Party Beneficiaries. This Agreement and all provisions hereof will be binding upon and inure to the benefit of the Parties under the Asset Purchase Agreement and their successors and assigns.

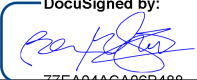
[Remainder of page intentionally left blank; Signature page to follow.]

IN WITNESS WHEREOF, the Parties hereto have each caused this Bill of Sale and Assignment and Assumption Agreement to be duly executed as of the day and year first above written.

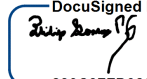
TRANSFeree:

ZENRESOLVE, LLC.

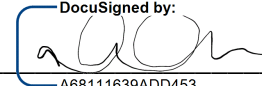
By: PEAK SERVICING, LLC, as its sole member

DocuSigned by:

By: _____
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Name: Ben G. Ray III

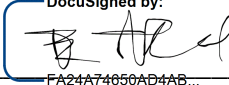
Title: Manager

DocuSigned by:

By: _____
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Name: Philip Gomez

Title: Manager

DocuSigned by:

By: _____
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Name: Aleah Lerma

Title: Manager

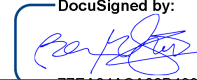
DocuSigned by:

By: _____
FA24A74050AD4AB...
Name: Brent McFarland

Title: Manager

THE CORPORATION:

GRANITE ACQUISITIONS, LLC.

By: PEAK ACQUISITION, LLC, as its sole member

DocuSigned by:

By: _____
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Name: Ben G. Ray III

Title: Manager

EXHIBIT 3

**RESOLUTIONS APPROVING PETITION FOR TRANSFER FROM GRANITE
ACQUISITIONS, LLC AND ZENRESOLVE, LLC**

RESOLUTION NO. 06-01-2020-05

OF GRANITE ACQUISITIONS, LLC.

**A RESOLUTION APPROVING THE PETITION FOR TRANSFER OF ASSETS,
OBLIGATIONS, AND LIABILITIES OF GRANITE ACQUISITIONS, LLC TO
ZENRESOLVE, LLC**

- WHEREAS,** the Big Valley Band of Pomo Indians of the Big Valley Rancheria (the “Tribe”) is a federally recognized Indian tribe, with the inherent sovereignty to make its own laws, and be governed by them; and
- WHEREAS,** the Tribe is governed pursuant to a Constitution and Bylaws (the “Constitution”) approved by the Secretary of the Interior under the Indian Re-Organization Act of 1934; and
- WHEREAS,** the elected officers comprise the Tribal Business Committee with such powers as are delegated to it by the General Community Council; and
- WHEREAS,** the Tribal Business Committee has the authority to manage economic affairs and enterprises, pursuant to Article IV, Section 1(e) and Section 1(g) of the Constitution and General Community Council Resolution No. 030197-4; and
- WHEREAS,** the Tribal Business Committee, in an exercise of its authority, approved, authorized, and formed Peak Acquisition, LLC (“Peak Acquisition”) pursuant to Resolution No. 05-28-2020-04 and the Tribe’s Business Ordinance, expressly intended to create it as an arm of the Tribe, and vest it with the Tribe’s privileges and immunities; and
- WHEREAS,** the Tribal Business Committee, in an exercise of its authority, approved, authorized, and formed Peak Servicing, LLC. (“Peak Servicing”) pursuant to Resolution No. 05-28-2020-05 and the Tribe’s Business Ordinance, expressly intended to create it as an arm of the Tribe, and vest it with the Tribe’s privileges and immunities; and
- WHEREAS,** Peak Acquisition, in an exercise of its authority, approved, authorized and formed Granite Acquisitions, LLC (“Granite Acquisitions”) pursuant to its Resolution No. 05-29-2020-05;
- WHEREAS,** Peak Servicing, in an exercise of its authority, approved, authorized and formed ZenResolve, LLC (“ZenResolve”) pursuant to its Resolution No. 05-29-2020-05;
- WHEREAS,** Granite Acquisitions desires to transfer and assign to ZenResolve and ZenResolve desires to receive and assume from Granite Acquisitions ownership of all the assets and certain obligations and liabilities of Granite Acquisitions pursuant to Section 106(B) of the Big Valley Band of Pomo Indians of the Big Valley Rancheria Assets and Obligations Transfer Ordinance (“Transfer Ordinance”), enacted by the Tribal Business Committee pursuant to Resolution No. 05-28-2020-03 and
- WHEREAS,** pursuant to the Transfer Ordinance, Granite Acquisitions may petition the Tribal Business Committee for approval of a transfer of ownership of assets, obligations and liabilities of Granite Acquisitions; and

WHEREAS, the Petition for Transfer for an Existing Legal Entity pursuant to Section 106(B) of the Transfer Ordinance must provide: (1) an identification of the Assets and all accompanying Obligations, if any, provided that if all or substantially all of the Assets are to be transferred it is sufficient to state that all Assets are to be transferred except certain identified assets, (2) the nature of the ownership interest, including any liens, servitudes, easements, liability, secured interest, or other legal Obligation known or that reasonably should be known, (3) to the extent it is applicable, the title, document, chattel paper, or other instrument documenting the ownership of the Assets and the anticipated steps for transfer or assignment of the same if the Petition for Transfer is approved; and

WHEREAS, the Petition for Transfer must include a Business Plan pursuant to Section 106(D) of the Transfer Ordinance that includes, to the extent available: (1) the most recent prior fiscal year Profit and Loss statement and related financials including a balance sheet and a current Pro Forma indicating feasibility and/or profitability for the Transferee should the Petition be Ratified; (2) an Employee Plan; (3) a proposed operational procedure and timeline to convert any legal title document, chattel paper, or other instrument indicating ownership, from the Existing Legal Entity to the Transferee; (4) identification of any Tribe-owned, licensed, or leased lands, whether in fee or in trust, including any improvements thereon that are necessary or desirable to permit the new owner to exercise its powers as herein permitted or otherwise carry out the purposes of this Ordinance; (5) explanation of the proposed holding or ownership structure of the Transferee to take ownership of the Assets and the Obligations identified in the Petition; (6) the transfer plan and procedure detailing the mechanics of how the property at issue would be transferred (e.g. recording a land deed, preparing necessary bill(s) of sale or transfer documentation); (7) a resolution from the Existing Legal Entity and Transferee that either approves the Petition for Transfer or states the position of the entity shall accompany the Petition of Transfer (8) a formal request and written statement or outline detailing why the Petitioning Entity believes transfer of the Assets and accompanying Obligation(s), if any, at issue is in the best interest of the Petitioning Entity, the Transferee, and the Tribe; and

WHEREAS, the Member of Granite Acquisitions has prepared and the Member hereby approves the attached Petition for Transfer required by the Transfer Ordinance and believes that approving the Petition for Transfer and submitting it to Tribal Business Committee for review and approval is in the best interest of Granite Acquisitions and the Tribe.

SO, THEREFORE BE IT RESOLVED, that the Member of Granite Acquisitions hereby approves of the Petition for Transfer and consents to the transfer of the ownership of all of the assets, and the assignment of the obligations and liabilities detailed in the Petition for Transfer, of Granite Acquisitions, LLC to ZenResolve, LLC, as set forth in the Petition for Transfer, and relinquishes ownership interest in such assets and assigns all such obligations to ZenResolve, LLC upon (1) approval of the Petition for Transfer by ZenResolve, LLC, and (2) approval of the Petition for Transfer by the Tribal Business Committee and (3) execution and delivery by Granite Acquisitions, LLC and ZenResolve, LLC of the form of Bill of Sale and Assignment and Assumption Agreement approved by the Tribal Business Committee (the "Assignment").

BE IT FURTHER RESOLVED, that the Member will submit the Petition for Transfer to the Tribal Business Committee and will execute, and will cause Granite Acquisitions, LLC to execute, such other documents as may be necessary to finalize the transfer of assets and

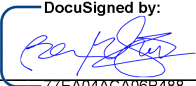
assignment of certain obligations and liabilities specified therein to ZenResolve, as required by Tribal law, including the Assignment.

CERTIFICATION

I, the undersigned, the sole Member of Granite Acquisitions, LLC, does hereby certify by signature, that the above and foregoing Resolution was given due consideration on this 1st day of June 2020.

Thereby: ☒ [X] APPROVING ☐ [] DISAPPROVING, this Resolution.

PEAK ACQUISITION, LLC

DocuSigned by:
By: 
77EA04ACA06B488...
Name: **Ben G. Ray III**

Title: Manager

RESOLUTION NO. 06-01-2020-05

OF ZENRESOLVE, LLC.

**A RESOLUTION APPROVING THE PETITION FOR TRANSFER OF ASSETS,
OBLIGATIONS, AND LIABILITIES OF GRANITE ACQUISITIONS, LLC TO
ZENRESOLVE, LLC**

- WHEREAS,** the Big Valley Band of Pomo Indians of the Big Valley Rancheria (the “Tribe”) is a federally recognized Indian tribe, with the inherent sovereignty to make its own laws, and be governed by them; and
- WHEREAS,** the Tribe is governed pursuant to a Constitution and Bylaws (the “Constitution”) approved by the Secretary of the Interior under the Indian Re-Organization Act of 1934; and
- WHEREAS,** the elected officers comprise the Tribal Business Committee with such powers as are delegated to it by the General Community Council; and
- WHEREAS,** the Tribal Business Committee has the authority to manage economic affairs and enterprises, pursuant to Article IV, Section 1(e) and Section 1(g) of the Constitution and General Community Council Resolution No. 030197-4; and
- WHEREAS,** the Tribal Business Committee, in an exercise of its authority, approved, authorized, and formed Peak Acquisition, LLC (“Peak Acquisition”) pursuant to Resolution No. 05-28-2020-04 and the Tribe’s Business Ordinance, expressly intended to create it as an arm of the Tribe, and vest it with the Tribe’s privileges and immunities; and
- WHEREAS,** the Tribal Business Committee, in an exercise of its authority, approved, authorized, and formed Peak Servicing, LLC. (“Peak Servicing”) pursuant to Resolution No. 05-28-2020-05 and the Tribe’s Business Ordinance, expressly intended to create it as an arm of the Tribe, and vest it with the Tribe’s privileges and immunities; and
- WHEREAS,** Peak Acquisition, in an exercise of its authority, approved, authorized and formed Granite Acquisitions, LLC (“Granite Acquisitions”) pursuant to its Resolution No. 05-29-2020-05
- WHEREAS,** Peak Servicing, in an exercise of its authority, approved, authorized and formed ZenResolve, LLC (“ZenResolve”) pursuant to its Resolution No. 05-29-2020-05
- WHEREAS,** Granite Acquisitions desires to transfer and assign to ZenResolve and ZenResolve desires to receive and assume from Granite Acquisitions ownership of all the assets, and certain obligations and liabilities, of Granite Acquisitions pursuant to Section 106(B) of the Big Valley Band of Pomo Indians of the Big Valley Rancheria Assets and Obligations Transfer Ordinance (“Transfer Ordinance”), enacted by the Tribal Business Committee pursuant to Resolution No. 05-28-2020-03 and
- WHEREAS,** pursuant to the Transfer Ordinance, Granite Acquisitions may petition the Tribal Business Committee for approval of a transfer of ownership of assets, obligations and liabilities of Granite Acquisitions; and

WHEREAS, Granite Acquisitions has prepared the attached Petition for Transfer required by the Transfer Ordinance seeking transfer of all assets, and certain specified obligations and liabilities, of Granite Acquisitions to ZenResolve and believes that approving the Petition for Transfer and submitting it to Tribal Business Committee for review and approval is in the best interest of Granite Acquisitions and the Tribe; and

WHEREAS, ZenResolve has reviewed the attached Petition for Transfer and believes that approving the Petition for Transfer and submitting it to the Tribal Business Committee for review and approval is in the best interest of ZenResolve and the Tribe.


SO, THEREFORE BE IT RESOLVED, that the Member of ZenResolve hereby approves of the Petition for Transfer and consents to the transfer of the ownership of all of the assets and the assignment of certain obligations and liabilities detailed in the Petition for Transfer, of Granite Acquisitions, LLC to ZenResolve, LLC, as set forth in the Petition for Transfer, and accepts all ownership interest in such assets and assumes such obligations and liabilities from Granite Acquisitions, LLC upon (1) approval of the Petition for Transfer by Granite Acquisitions, LLC, and (2) approval of the Petition for Transfer by the Tribal Business Committee and (3) execution and delivery by Granite Acquisitions, LLC and ZenResolve, LLC of the form of Bill of Sale, Assignment and Assumption Agreement approved by the Tribal Business Committee (the "Assignment").

BE IT FURTHER RESOLVED, that the Member will execute, and will cause ZenResolve, LLC to execute, such other documents as may be necessary to finalize the transfer of assets, and the assumption of the obligations and liabilities specified in the Petition for Transfer, to ZenResolve, as required by Tribal law, including the Assignment.

CERTIFICATION

I, the undersigned, the sole Member of ZenResolve, LLC, does hereby certify by signature, that the above and foregoing Resolution was given due consideration on this 1st day of June 2020.

Thereby: ☒ [X] APPROVING ☐ [] DISAPPROVING, this Resolution.

DocuSigned by:


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Name: Ben G. Ray III
06/01/2020

Manager
DocuSigned by:


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Name: Erick Lopez Gomez
06/01/2020

Manager
DocuSigned by:


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Name: Leah Lerma
06/01/2020

Manager
DocuSigned by:


FA24A74650AD4AB...
Name: Brent McFarland
06/01/2020
Manager